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29248-A  
RECORDATION NO. \_\_\_\_\_ FILED

MAY 05 '11 -12 00 PM

SURFACE TRANSPORTATION BOARD

May 5, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W  
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Supplement to Memorandum of Lease, dated as of April 6, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 29248

The names and addresses of the parties to the enclosed document are

Lessor	Macquarie Rail Inc 233 South Wacker Drive, Suite 5300 Chicago, IL 60606
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Lessee:	Frac Tech Services, LLC 16858 IH20 Cisco, TX 76437
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Section Chief  
May 5, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is.

250 covered hopper railcars within the series RCLX 169002 - RCLX 169349 as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

  
✓ Robert W. Alvord

RWA/sem  
Enclosures

29248-A  
RECORDATION NO. \_\_\_\_\_ FILED

MAY 05 '11 -12 00 PM

SURFACE TRANSPORTATION BOARD

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**SUPPLEMENT TO  
MEMORANDUM OF LEASE  
BETWEEN  
MACQUARIE RAIL INC.  
("LESSOR")**

**AND**

**FRAC TECH SERVICES, LLC  
("LESSEE")**

**APRIL 6, 2010**

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THIS SUPPLEMENT TO MEMORANDUM OF LEASE is dated as of April 6, 2010 by MACQUARIE RAIL INC., a Delaware corporation, ("Lessor"), and FRAC TECH SERVICES, LLC, a Texas limited liability company ("Lessee").

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor two hundred fifty (250) 3300 cfc 263,000 gross rail load covered hopper railcars (C112) (each, a "Car") bearing marks and numbers within the following series:  
RCLX 169000 through RCLX 169349
2. A Memorandum of Lease was filed with the Surface Transportation Board on May 5, 2010, under Recordation No. 29248.
3. Lessor and Lessee have identified the specific cars subject to the Lease, which are listed on the Schedule of Cars attached hereto.

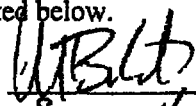
IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be signed by their respective officers as of the date and year first above written.

Lessor: MACQUARIE RAIL INC.

I, DAVID M. EDWARDS (name of signor), certify that I am President of Macquarie Rail Inc., that the instrument was signed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By:   
Title: DAVID M. EDWARDS  
Date: 4-8-2011

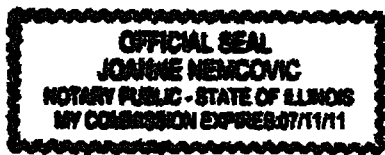
I, MARK BRECHT (name of signor), certify that I am Senior Vice President of Macquarie Rail Inc., that the instrument was signed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By:   
Title: Senior Vice President  
Date: 4-8-2011

STATE OF ILLINOIS

COUNTY OF COOK

On this 8th day of April, 2011, before me personally appeared David Edwards and Mark Brecht, to me personally known, who being by me duly sworn, says that they are the President and Senior Vice President of Macquarie Rail Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Joanne Nemecovic  
NOTARY PUBLIC

My commission expires:

7/11/11

Lessee: FRAC TECH SERVICES, LLC

I, Kevin McGlinch (name of signor), certify that I am SVP Finance (title of office) of FRAC TECH SERVICES, LLC, that the instrument was signed on behalf of the company by authority of its managers and/or members, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the limited liability company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on date indicated below.

By: 

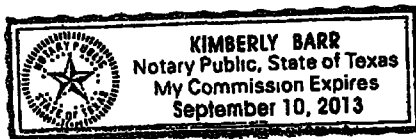
Title: SVP Finance

Date: 04-08-2011

STATE OF TEXAS

COUNTY OF EASTLAND

On this 8<sup>th</sup> day of April, 2011, before me personally appeared Kevin McGlinch, to me personally known, who being by me duly sworn, says that he is the SVP Finance of Frac Tech Services, LLC that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



  
NOTARY PUBLIC

My commission expires 09-10-2013

### SCHEDULE OF CARS

Count	Mark	Number
1	RCLX	169002
2	RCLX	169004
3	RCLX	169005
4	RCLX	169008
5	RCLX	169009
6	RCLX	169010
7	RCLX	169011
8	RCLX	169012
9	RCLX	169014
10	RCLX	169015
11	RCLX	169016
12	RCLX	169017
13	RCLX	169018
14	RCLX	169020
15	RCLX	169021
16	RCLX	169022
17	RCLX	169023
18	RCLX	169025
19	RCLX	169026
20	RCLX	169027
21	RCLX	169028
22	RCLX	169029
23	RCLX	169030
24	RCLX	169033
25	RCLX	169034
26	RCLX	169035
27	RCLX	169036
28	RCLX	169037
29	RCLX	169038
30	RCLX	169039
31	RCLX	169040
32	RCLX	169041
33	RCLX	169044
34	RCLX	169045
35	RCLX	169047
36	RCLX	169048
37	RCLX	169049
38	RCLX	169050
39	RCLX	169052

Count	Mark	Number
40	RCLX	169053
41	RCLX	169054
42	RCLX	169055
43	RCLX	169057
44	RCLX	169058
45	RCLX	169059
46	RCLX	169060
47	RCLX	169061
48	RCLX	169065
49	RCLX	169066
50	RCLX	169067
51	RCLX	169068
52	RCLX	169069
53	RCLX	169070
54	RCLX	169072
55	RCLX	169073
56	RCLX	169074
57	RCLX	169075
58	RCLX	169078
59	RCLX	169081
60	RCLX	169083
61	RCLX	169084
62	RCLX	169085
63	RCLX	169086
64	RCLX	169088
65	RCLX	169089
66	RCLX	169090
67	RCLX	169091
68	RCLX	169092
69	RCLX	169093
70	RCLX	169094
71	RCLX	169095
72	RCLX	169096
73	RCLX	169098
74	RCLX	169100
75	RCLX	169101
76	RCLX	169102
77	RCLX	169103
78	RCLX	169104

Count	Mark	Number
79	RCLX	169105
80	RCLX	169107
81	RCLX	169108
82	RCLX	169110
83	RCLX	169112
84	RCLX	169113
85	RCLX	169114
86	RCLX	169115
87	RCLX	169116
88	RCLX	169118
89	RCLX	169119
90	RCLX	169120
91	RCLX	169121
92	RCLX	169123
93	RCLX	169124
94	RCLX	169127
95	RCLX	169128
96	RCLX	169129
97	RCLX	169130
98	RCLX	169132
99	RCLX	169134
100	RCLX	169135
101	RCLX	169136
102	RCLX	169138
103	RCLX	169139
104	RCLX	169140
105	RCLX	169144
106	RCLX	169145
107	RCLX	169147
108	RCLX	169148
109	RCLX	169149
110	RCLX	169152
111	RCLX	169155
112	RCLX	169156
113	RCLX	169157
114	RCLX	169159
115	RCLX	169160
116	RCLX	169161
117	RCLX	169162

Count	Mark	Number
118	RCLX	169164
119	RCLX	169165
120	RCLX	169166
121	RCLX	169167
122	RCLX	169168
123	RCLX	169169
124	RCLX	169171
125	RCLX	169172
126	RCLX	169173
127	RCLX	169174
128	RCLX	169176
129	RCLX	169177
130	RCLX	169178
131	RCLX	169179
132	RCLX	169180
133	RCLX	169185
134	RCLX	169186
135	RCLX	169187
136	RCLX	169188
137	RCLX	169189
138	RCLX	169192
139	RCLX	169193
140	RCLX	169194
141	RCLX	169195
142	RCLX	169196
143	RCLX	169197
144	RCLX	169198
145	RCLX	169199
146	RCLX	169200
147	RCLX	169201
148	RCLX	169202
149	RCLX	169204
150	RCLX	169205
151	RCLX	169206
152	RCLX	169207
153	RCLX	169208
154	RCLX	169210
155	RCLX	169211
156	RCLX	169212

Count	Mark	Number
157	RCLX	169213
158	RCLX	169214
159	RCLX	169215
160	RCLX	169216
161	RCLX	169217
162	RCLX	169221
163	RCLX	169222
164	RCLX	169223
165	RCLX	169224
166	RCLX	169227
167	RCLX	169228
168	RCLX	169229
169	RCLX	169231
170	RCLX	169232
171	RCLX	169233
172	RCLX	169236
173	RCLX	169237
174	RCLX	169238
175	RCLX	169239
176	RCLX	169240
177	RCLX	169241
178	RCLX	169243
179	RCLX	169244
180	RCLX	169245
181	RCLX	169246
182	RCLX	169249
183	RCLX	169251
184	RCLX	169252
185	RCLX	169253
186	RCLX	169254
187	RCLX	169255
188	RCLX	169256
189	RCLX	169257
190	RCLX	169258
191	RCLX	169259
192	RCLX	169262
193	RCLX	169266
194	RCLX	169268
195	RCLX	169270
196	RCLX	169271

Count	Mark	Number
197	RCLX	169272
198	RCLX	169274
199	RCLX	169275
200	RCLX	169276
201	RCLX	169279
202	RCLX	169280
203	RCLX	169282
204	RCLX	169283
205	RCLX	169284
206	RCLX	169286
207	RCLX	169287
208	RCLX	169288
209	RCLX	169291
210	RCLX	169293
211	RCLX	169294
212	RCLX	169295
213	RCLX	169296
214	RCLX	169297
215	RCLX	169298
216	RCLX	169300
217	RCLX	169302
218	RCLX	169303
219	RCLX	169305
220	RCLX	169307
221	RCLX	169308
222	RCLX	169309
223	RCLX	169310
224	RCLX	169311
225	RCLX	169312
226	RCLX	169313
227	RCLX	169314
228	RCLX	169316
229	RCLX	169317
230	RCLX	169318
231	RCLX	169319
232	RCLX	169320
233	RCLX	169322
234	RCLX	169323
235	RCLX	169324
236	RCLX	169327

Count	Mark	Number
237	RCLX	169328
238	RCLX	169329
239	RCLX	169330
240	RCLX	169334
241	RCLX	169335
242	RCLX	169336
243	RCLX	169337
244	RCLX	169338
245	RCLX	169340
246	RCLX	169341
247	RCLX	169342
248	RCLX	169343
249	RCLX	169345
250	RCLX	169349



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

5/5/11



\_\_\_\_\_  
Robert W. Alvord